

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

Re: ECF Nos. 1235, 1361, 1425, 1486

Case No. 17-BK-4780-LTS

**This Pleading relates only to PREPA,
and shall be filed in the lead Case No.
17-BK-3283-LTS, and PREPA's Title
III case (Case No. 17-BK-4780-LTS)**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, as
representative of PUERTO RICO ELECTRIC POWER
AUTHORITY, and PUERTO RICO FISCAL
AGENCY AND FINANCIAL ADVISORY
AUTHORITY,

Movants,

v.

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, *et al.*,

Respondents.

**URGENT MOTION OF PREPA AND AAFAF
FOR LEAVE TO EXCEED PAGE LIMIT FOR JOINT
OMNIBUS REPLY TO RESPONSES TO RULE 9019 MOTION**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), in its capacity as the representative of the Puerto Rico Electric Power Authority (“PREPA” or the “Debtor”) in its Title III case pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² and the Puerto Rico Fiscal Agency and Financial Authority (“AAFAF,” and together with the Oversight Board and PREPA, “Movants” or the “Government Parties”), as the entity authorized to act on behalf of PREPA pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority*, Act 2-2017, respectfully submit this joint urgent motion (the “Urgent Motion”) requesting entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”), allowing Movants to exceed the fifteen (15) page limit set forth in Paragraph I.E. of the

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

Tenth Amended Notice, Case Management and Administrative Procedures [ECF No. 8027-1] (“Case Management Procedures”) for memoranda of law in support of replies with respect to Movants’ joint omnibus reply (“Joint Omnibus Reply”) to responses and objections received to Movants’ *Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement and Tolling Certain Limitations Periods* [ECF No. 1235] (the “Rule 9019 Motion”), as the relief requested in such motion is limited by the amended proposed order filed with the *Supplemental Joint Status Report* [ECF No. 1361-1] (the “Amended Proposed Order”). **The UCC, the Fuel Line Lenders,³ UTIER, and SREAEE do not oppose the relief requested herein.** In support of this Urgent Motion, Movants respectfully state as follows:

Jurisdiction and Venue

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject-matter jurisdiction over this matter pursuant to PROMESA § 306(a).
2. Venue is proper pursuant to PROMESA § 307(a).

Relief Requested

3. Movants respectfully request leave to exceed the page limits for memoranda of law in support of replies laid out in the Case Management Procedures, and instead propose that their Joint Omnibus Reply in support of the 9019 Motion be limited to no more than one hundred fifty

³ The Fuel Line Lenders are Cortland Capital Market Services LLC (“Cortland”), as successor administrative agent for lenders under a Credit Agreement, dated May 4, 2012, among PREPA, Scotiabank de Puerto Rico, and certain lenders, and SOLA LTD, Solus Opportunities Fund 5 LP, Ultra Master LTD, and Ultra NB LLC (collectively, “Solus”).

(150) pages, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, and certificate of service.

Basis for Relief

4. Paragraph I.E. of the Case Management Procedures provides that “[u]nless prior permission has been granted . . . memoranda of law in support of replies . . . are limited to fifteen (15) pages” Case Management Procedures ¶ I.E.

5. On May 10, 2019, Movants filed the Rule 9019 Motion, seeking approval of the settlements embodied in the RSA.⁴ On July 2, 2019, Movants filed the Amended Proposed Order.

6. On July 2, 2019, as directed by the Court at the June 12, 2019 conference, Movants filed their *Supplemental Memorandum of Law and Facts* in support of the Rule 9019 Motion [ECF No. 1425] (the “First Supplemental Memorandum”), accompanied by fact declarations of Christian Sobrino Vega [ECF No. 1429], Natalie Jaresko [ECF No. 1428], Frederic Chapados [ECF No. 1427], and David Brownstein [ECF No. 1426].

7. As directed by the Court at the July 11, 2019 status conference, Movants filed the *Second Supplemental Memorandum of Law and Facts* in support of the Rule 9019 Motion [ECF No. 1486] (the “Second Supplemental Memorandum”) on July 19, 2019.

8. On October 15, 2019, the UCC and Fuel Line Lenders filed urgent motions seeking to extend the page limit for their objections to the Rule 9019 Motion to 135 pages and 90 pages, respectively. *See* ECF Nos. 1656, 1669. Movants did not oppose this relief. The Court granted both requests (ECF Nos. 1668, 1669). On October 30, the UCC filed its objection, totaling 135

⁴ Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Rule 9019 Motion.

pages [ECF No. 1701] (the “UCC Objection”), and the Fuel Line Lenders filed their objection [ECF No. 1700], totaling 89 pages (the “Fuel Line Lender Objection”).

9. Inclusive of the UCC Objection and Fuel Line Lender Objection, a total of eight objections and responses are currently pending to the Rule 9019 Motion (the “Objections and Responses”). *See* [ECF Nos. 1380, 1641, 1682, 1696, 1697, 1698, 1700, 1701]. In aggregate, the Objections and Responses are approximately 300 pages in length.

10. To adequately respond to all arguments contained in the Objections and Responses, Movants respectfully request leave to file a single Joint Omnibus Reply not to exceed one hundred fifty (150) pages in length, exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service.

11. Movants respectfully submit that the request made herein is reasonable in light of the volume of Objections and Responses received, as described above.

12. Finally, no prior request for the relief sought in this Urgent Motion has been made to this or any other court.

CERTIFICATION

13. Pursuant to Section I.H. of the *Tenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 8027-1], undersigned counsel certifies that it engaged in reasonable, good-faith communications with counsel to the UCC, the Fuel Line Lenders, UTIER and SREAEE regarding the requested extension, and **these parties do not oppose the requested relief**. Moreover, in accordance with Local Bankruptcy Rule 9013-1(a)(2), undersigned counsel certifies that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that Movants have not created the urgency

through lack of due diligence on their part. The undersigned further certifies that Movants made a bona fide and good faith effort to resolve the matter without a hearing.

[Remainder of Page Intentionally Left Blank]

WHEREFORE Movants respectfully request the Court enter the Proposed Order attached as **Exhibit A**, granting the relief requested herein and all other relief as is just and proper.

Dated: December 16, 2019
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Paul V. Possinger (*pro hac vice*)
Ehud Barak (*pro hac vice*)
Daniel S. Desatnik (*pro hac vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900
mbienenstock@proskauer.com
ppossinger@proskauer.com
ebarak@proskauer.com
ddesatnik@proskauer.com

-and-

**DEL VALLE EMMANUELLI LAW
OFFICES**

Luis F. del Valle Emmanuelli
PO Box 79897
Carolina, PR 00984-9897
Tel: (787) 977-1932
Fax: (787) 722-1932
devlawoffices@gmail.com
*Co-Attorneys for the Financial Oversight and
Management Board as Representative for PREPA*

*Attorneys for the Financial Oversight and
Management Board for Puerto Rico, as
representative for the Puerto Rico Electric Power
Authority*

/s/ Elizabeth L. McKeen

John J. Rapisardi
Nancy A. Mitchell
Peter Friedman
(Admitted *Pro Hac Vice*)

O'MELVENY & MYERS LLP

7 Times Square
New York, NY 10036
Tel: (212) 326-2000
Fax: (212) 326-2061

-and-

Elizabeth L. McKeen
Ashley M. Pavel
(Admitted *Pro Hac Vice*)
610 Newport Center Drive, 17th Floor
Newport Beach, CA 92660
Tel: (949) 823-6900
Fax: (949) 823-6994

*Attorneys for Puerto Rico Fiscal Agency and
Financial Advisory Authority and Puerto Rico
Electric Power Authority*

/s/ Luis C. Marini-Biaggi

Luis C. Marini-Biaggi
USDC NO. 222301
lmagini@mpmlawpr.com

MARINI PIETRANTONI MUÑIZ, LLC

250 Ponce de León Ave., Suite 900
San Juan, Puerto Rico 00918
Tel: (787) 705-2171
[Fax: \(787\) 936-7494](tel:(787)936-7494)

*Co-Attorneys for Puerto Rico Fiscal Agency
and Financial Advisory Authority*

CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/ Luis F. del Valle-Emmanuelli

Luis F. del Valle-Emmanuelli

EXHIBIT A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

Re: ECF Nos. 1235, 1361, 1425, 1486

Case No. 17-BK-4780-LTS

**This Pleading relates only to PREPA,
and shall be filed in the lead Case No.
17-BK-3283-LTS, and PREPA's Title
III case (Case No. 17-BK-4780-LTS)**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, as
representative of PUERTO RICO ELECTRIC POWER
AUTHORITY, and PUERTO RICO FISCAL
AGENCY AND FINANCIAL ADVISORY
AUTHORITY,

Movants,

v.

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, *et al.*,

Respondents.

**ORDER GRANTING
URGENT MOTION OF PREPA AND AAFAF
FOR LEAVE TO EXCEED PAGE LIMIT FOR JOINT
OMNIBUS REPLY TO RESPONSES TO RULE 9019 MOTION**

Upon the *Urgent Motion of PREPA and AAFAF for Leave to Exceed Page Limit for Joint Omnibus Reply to Responses to Rule 9019 Motion* (the “Urgent Motion”);² and the Court having found it has subject-matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that PREPA provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein, **IT IS HEREBY ORDERED THAT:**

1. The Urgent Motion is GRANTED as set forth herein.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.

2. Movants may file a Joint Omnibus Reply that is not to exceed one hundred fifty (150) pages exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service.

3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2019

HONORABLE LAURA TAYLOR SWAIN
United States District Judge